

BY-LAWS  
OF  
PINEBROOK TOWNE HOUSE ASSOCIATION, INC.

ARTICLE I

Identity

Section 1. These are the By-Laws of PINEBROOK TOWNE HOUSE ASSOCIATION, INC., hereinafter referred to as the "Association", a corporation not for profit under the laws of the State of Florida, the original Articles of Incorporation (hereinafter "Articles") of which have been filed in the office of the Secretary of State. The Association has been organized for the purpose of providing for the maintenance, preservation and architectural control of a townhouse development in Pinellas County, Florida, and for the purpose of performing certain other functions as set forth in the Articles and in the Declaration of Covenants, Easements and Restrictions for Pinebrook Towne Houses (hereinafter "Declaration"), which Declaration is to be recorded in the Public Records of Pinellas County, Florida.

Section 2. The Association shall operate on a calendar year basis, beginning on the 1st day of January and ending on the 31st day of December of each year. The Board of Directors is expressly authorized to change from a calendar year basis to that of a fiscal year basis whenever deemed expedient and for the best interests of the Association.

Section 3. The seal of the Association shall bear the name of the Association, the word "Florida", the words "Corporation Not for Profit" and the year of incorporation.

ARTICLE II

Definitions

Section 1. All terms used herein shall have the same definition as given those same terms in the Declaration unless the context clearly requires otherwise, and the

definition section of the Declaration is hereby incorporated by reference.

Section 2. "Member" shall mean those persons or entities entitled to membership in the Association as provided in the Declaration.

### ARTICLE III.

#### Meeting of Members

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association on a date determined by the Board of Directors, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month each year thereafter until changed by the Board of Directors. The time of the annual meeting shall be fixed by the Board of Directors. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of either the Class A membership or the Class B membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 8. Conduct of Meetings. The order of business at all annual or special meetings of the Members shall be as follows:

- (a) Roll call.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of the minutes of preceding meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of directors (if election to be held).
- (g) Unfinished business.
- (h) New business.

Section 9. Voting by Written Instrument. The directors may poll the Owners in writing on any matters on which the Owners are, or would be, authorized to vote on at the annual meeting or special meeting called for such purpose, and a written vote of the Members without the necessity of calling a meeting shall determine any such matter based upon the same number of votes as would be required for the passage or defeat of such matter at a meeting at which all Members were present.

#### ARTICLE IV

##### Board of Directors: Selection and Term of Office

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) directors, who need not be Members of the Association.

Section 2. Term of Office. At the first annual meeting and at each annual meeting thereafter, the Members shall elect three (3) directors for a term of one (1) year.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the

remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### ARTICLE V

##### Nomination and Election of Directors

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-members.

Section 2. Election. At the election of the Board of Directors, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The

persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

## ARTICLE VI

### Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually, without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VII

### Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have the power to:

(a) adopt and publish rules and regulations governing the use of the Common Areas, Rec Areas and related facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to

exceed sixty (60) days for infraction of published rules and regulations;

(c) declare the office of a member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to describe their duties.

(e) fix the assessments and reserve fund provided for in the Declaration in the manner provided therein, and foreclose in the name of the Association the liens securing said assessments if the assessments are not paid.

(f) exercise for the Association any and all other powers, duties and authority vested in or delegated to this Association and not specifically reserved to the membership by other provisions of these By-Laws, the Articles or the Declaration.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs, and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment at least thirty (30) days in advance of each annual assessment period;

(2) determine the amount of other assessments as provided in the Declaration;

(3) send written notice of each assessment to Owner subject thereto; and

(4) enforce the lien against any property for which assessments are not paid.

(d) issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate at the expense of the Association;

(g) cause all Common Areas to be maintained.

## ARTICLE VIII

### Officers and their Duties

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be a member of the Board of Directors, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The officers shall be elected by the Board of Directors and such election shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may

require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time, giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds and other written instruments.

Vice-President

(b) The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of



the Members, keep the corporate seal of the Association and affix it on all papers requiring said seal, serve notice of meetings of the Board and of the Members, keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

#### Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association, disburse such funds as directed by resolution of the Board of Directors, sign all checks and promissory notes of the Association, keep proper books of account, cause an annual audit of the Association books to be made by an audit committee composed of at least one (1) director and two (2) Members of the Association, excluding the Treasurer, appointed by the Board of Directors at the completion of each fiscal year, and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members. The Treasurer may delegate his authority to sign checks to a management company, or its officers or employees provided the management contract has been approved by the Board of Directors.

### ARTICLE IX

#### Committees

The Association shall have an Architectural Committee as provided in the Declaration. Also, the Board of Directors shall appoint a Nominating Committee for nomination of Directors as provided in these By-Laws and may further appoint any other committees as it deems appropriate.

ARTICLE X

Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

Amendments and Conflicts

Section 1. These By-Laws may be amended at a regular or special meeting of the Members by a majority of the votes (of the members) present at a meeting in person or by proxy (provided a quorum is present), except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.

Section 2. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control; no amendment shall be made which conflicts with the provisions of the Declaration.

IN WITNESS WHEREOF, we, being all of the directors of the PINEBROOK TOWNE HOUSE ASSOCIATION, INC. certify that the foregoing are hereby adopted as the By-Laws at the first meeting of the Board of Directors on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the PINEBROOK TOWNE HOUSE ASSOCIATION, INC., a Florida corporation, and,

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

\_\_\_\_\_  
Secretary

FWC3/aa

STATE OF FLORIDA - PINELLAS COUNTY

I hereby certify that the foregoing is a true copy as the same appears among the files and records of this court.

This 30<sup>th</sup> day of Nov, 1984

KARLEEN F. De BLAKER  
Clerk of Circuit Court

By: Maddie Smith  
Deputy Clerk